

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

**IN RE: PROCESSED EGG PRODUCTS
ANTITRUST LITIGATION**

**MDL No. 2002
08-md-02002**

**THIS DOCUMENT APPLIES TO: ALL
INDIRECT PURCHASER ACTIONS**

**INDIRECT PURCHASER PLAINTIFFS' MOTION FOR PRELIMINARY
APPROVAL OF CLASS ACTION SETTLEMENT WITH DEFENDANTS
HILLANDALE FARMS OF PA., INC. AND HILLANDALE-GETTYSBURG, L.P.,
FOR CERTIFICATION OF THE CLASSES FOR SETTLEMENT PURPOSES, FOR
APPROVAL OF THE NOTICE PLAN, AND FOR LEAVE TO FILE A MOTION FOR
REIMBURSEMENT OF EXPENSES**

Pursuant to Rule 23 of the Federal Rules of Civil Procedure, Indirect Purchaser Plaintiffs (“IP Plaintiffs”) respectfully move the Court to: (1) preliminarily approve a settlement between IP Plaintiffs and Defendants Hillandale Farms of Pa., Inc. (“Hillandale PA”) and Hillandale-Gettysburg, L.P. (“Hillandale-Gettysburg”) (collectively referred to herein as “the Hillandale/Gettysburg Defendants”); (2) certify classes for purposes of the settlement; (3) appoint interim co-lead counsel as class counsel for the settlement classes; (4) approve the Notice Plan for the Proposed Settlements with Defendants National Food Corporation, NuCal Foods, Inc., Midwest Poultry Services, LP., and the Hillandale/Gettysburg Defendants; and (5) grant IP Plaintiffs leave to file a motion for reimbursement of expenses.

This motion is supported by the accompanying Memorandum of Law and the Declaration of Christopher V. Le submitted herewith, and is made on the following grounds:

1. The settlement with the Hillandale/Gettysburg Defendants falls within the range of reasonableness and is “sufficiently fair, reasonable and adequate to justify notice to those affected and an opportunity to be heard,” therefore satisfying the applicable standards for preliminary approval of a class action settlement.

2. The Hillandale/Gettysburg settlement will provide the proposed classes with cash consideration of \$950,000, will require the Hillandale/Gettysburg Defendants to submit to injunctive relief that prohibits the Hillandale/Gettysburg Defendants from engaging in certain output restrictive and jointly coordinated conduct, entering into agreements to reduce the production of eggs in the aggregate, or sharing certain private information with the United Egg Producers (“UEP”), and will require the Hillandale/Gettysburg Defendants to authenticate documents, as described in the Settlement Agreement Between Indirect Purchaser Plaintiffs’ Classes and Defendants Hillandale Farms of Pa., Inc. and Hillandale-Gettysburg, L.P. (the

“Hillandale/Gettysburg Settlement Agreement”). Interim Co-Lead Counsel believe that this will assist them in prosecuting the remaining claims in this Action.

3. The Hillandale/Gettysburg settlement is fair to the Classes as a whole, treats Class Representatives the same as other Class Members, and requires Interim Co-Lead Counsel to seek Court approval of any award for attorneys’ fees and expenses from the Settlement Amount.

4. The settlement is the result of arm’s-length negotiations by experienced antitrust and class action lawyers.

5. The settlement was negotiated and executed after fact discovery was completed.

6. The expense and uncertainty of continued litigation against the Hillandale/Gettysburg Defendants, and the likelihood of appeals, strongly favors approval.

7. The Classes, as defined in the Hillandale/Gettysburg Settlement Agreement, meet the requirements of Fed. R. Civ. P. 23(a), 23(b)(2) and (b)(3).

8. The Notice Plan, including the form and content of the Notice, meet the requirements of due process and Fed. R. Civ. P. 23(c)(2)(B) and (e)(1).

DATED: March 24, 2015

Respectfully submitted,



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